



潼關黃金集團有限公司

Tongguan Gold Group Limited

(incorporated in Bermuda with limited liability)
(Stock code: 00340)

Form of Proxy for the Annual General Meeting to be held on Friday, 31 May 2024

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of _____ ordinary shares ⁽²⁾ of HK\$0.1 each in the capital of Tongguan Gold Group Limited (the “Company”), HEREBY APPOINT _____
of _____
or failing him, the Chairman of the Meeting ⁽³⁾ as my/our proxy to attend and vote for me/us at the annual general meeting of the Company to be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Friday, 31 May 2024 at 2:30 p.m. or at any adjournment thereof (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting dated 22 April 2024 (the “Notice”) and at such Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

| | ORDINARY RESOLUTIONS | FOR ⁽⁴⁾ | AGAINST ⁽⁴⁾ |
|----|---|--------------------|------------------------|
| 1. | To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2023. | | |
| 2. | (a) To re-elect Mr. Chu Kang Nam as a director of the Company. | | |
| | (b) To re-elect Mr. Liang Xu Shu as a director of the Company. | | |
| | (c) To authorize the board of directors of the Company to fix the directors’ remuneration. | | |
| 3. | To re-appoint CL Partners CPA Limited as auditors of the Company and authorize the board of directors of the Company to fix their remuneration. | | |
| 4. | To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares not exceeding 20% of the total number of issued ordinary shares of the Company as at the date of passing of this resolution. | | |
| 5. | To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued ordinary shares of the Company as at the date of passing of this resolution. | | |
| 6. | To extend the general mandate to the directors of the Company to issue ordinary shares of the Company by adding thereto the number of ordinary shares of the Company repurchased. | | |
| 7. | To approve the termination of the 2022 Share Option Scheme and the adoption of the New Share Option Scheme with the Scheme Mandate Limit (as defined in the New Share Option Scheme). | | |
| 8. | To approve and adopt the Service Provider Sublimit under the New Share Option Scheme. | | |

Dated this _____ day of _____ 2024 Signed ⁽⁵⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- (2) Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the Company registered in your name(s).
- (3) Please insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, any one of such holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.